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ALPHA & OMEGA SEMICONDUCTOR,
INC.
ALPHA & OMEGA SEMICONDUCTOR,
LTD.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ALPHA & OMEGA SEMICONDUCTOR,
INC., a California corporation; and
ALPHA & OMEGA SEMICONDUCTOR,
LTD., a Bermuda corporation,

Plaintiffs and Counterdefendants,

v.

FAIRCHILD SEMICONDUCTOR
CORP., a Delaware corporation,

Defendant and Counterclaimant.

AND RELATED COUNTERCLAIMS

Case No. C 07-2638 JSW (EDL)
(Consolidated with Case No. C 07-2664 JSW)

**STIPULATION AND [PROPOSED]
ORDER REGARDING DISCLOSURE OF
AOS CONFIDENTIAL INFORMATION
TO PAUL CLIFTON**

STIPULATION

WHEREAS Alpha & Omega Semiconductor, Inc., Alpha & Omega Semiconductor, Ltd. (collectively "AOS") and Fairchild Semiconductor Corporation ("Fairchild") are parties to the above captioned matters;

WHEREAS Fairchild desires to disclose to Dr. Paul Clifton information AOS has designated as "Highly Confidential -- Attorneys' Eyes Only" and/or "Confidential" (collectively, "AOS confidential information"), pursuant to Section 7 of the Protective Order issued by the Court on August 2, 2007 (the "Protective Order"), and Fairchild provided notice to AOS of its intention to do so pursuant to Section 7.4(a) of the Protective Order;

WHEREAS, AOS objected to the disclosure of its confidential information to Dr. Clifton pursuant to Section 7.4(b) of the Protective Order, based on AOS's belief that its confidential information could be used for the benefit of an IP development and licensing company which employs Dr. Clifton;

WHEREAS the parties have reached an agreement on the following terms, in addition to those set forth in the Protective Order, on which Dr. Clifton may have access to AOS confidential information:

Until three (3) years have passed after the earlier of (1) the conclusion of this litigation or (2) the last day on which AOS confidential information is disclosed to Fairchild:

- (a) Dr. Clifton will only have access to AOS confidential information regarding the technical design, manufacture, or operation of AOS's low-voltage (*i.e.*, 200V or less) trench power MOSFET devices. Dr. Clifton will be prohibited from reviewing any information that does not concern these products, including but not limited to AOS confidential information concerning high-voltage (*i.e.*, more than 200V) or planar products. Dr. Clifton will also be prohibited from reviewing any information relating to the use of SiGe in any power MOSFET device;
- (b) Dr. Clifton will not have access to any AOS confidential information regarding AOS's agreements with its foundries, including without limitation the terms of agreements with foundries or assembly sub-contractors, including but not limited to wafer pricing and quantities, and volumes for any foundry manufacturing;
- (c) Dr. Clifton will abstain from any involvement in consulting, directing, managing or other professional activities—including but not limited to research, product development, engineering, manufacturing activities, or intellectual property development—relating to low-voltage trench power MOSFET products and technology, except that Dr. Clifton shall be allowed to consult on this litigation for Fairchild;

1 (d) Dr. Clifton will abstain from being a named inventor on or otherwise authoring or
2 participating in the drafting, filing, or prosecution of any patent application in the
3 field of low-voltage trench power MOSFET technology; and

4 (e) Dr. Clifton will abstain from authoring any paper or publication in the field of low-
5 voltage trench power MOSFET technology.

6 WHEREAS, Fairchild reserves the right in the future to request that Dr. Clifton be
7 permitted to access AOS confidential information not addressed in the agreement set forth above;

8 IT IS THEREFORE STIPULATED by and between the parties, through their undersigned
9 counsel of record that Fairchild and Dr. Clifton will comply with the above terms, in addition to
10 those set forth in the Protective Order, regarding Dr. Clifton's access to AOS confidential
11 information.

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1 IT IS SO AGREED AND STIPULATED.

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3 Dated: August 22, 2008

TOWNSEND AND TOWNSEND AND
CREW LLP

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5 By: /s/ Leonard J. Augustine, Jr.
6 Leonard J. Augustine, Jr.
7 Attorneys for Defendant and
8 Counterclaimant
9 FAIRCHILD SEMICONDUCTOR
10 CORPORATION

11
12 Dated: August 22, 2008

MORGAN, LEWIS & BOCKIUS LLP

13 By: /s/ Andrew J. Wu
14 Andrew J. Wu
15 Attorneys for Plaintiffs and
16 Counterdefendants
17 ALPHA & OMEGA
18 SEMICONDUCTOR, LTD., AND
19 ALPHA & OMEGA
20 SEMICONDUCTOR, INC.
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[PROPOSED] ORDER

Pursuant to the parties' stipulation set forth above,

IT IS SO ORDERED.

Dated:

HON. ELIZABETH D. LAPORTE
UNITED STATES MAGISTRATE JUDGE

1 Pursuant to General Order No. 45, Section X(B) regarding signatures, I, Leonard J.
2 Augustine, Jr., attest that concurrence in the filing of this document has been obtained from each
3 of the other signatories. I declare under penalty of perjury under the laws of the United States of
4 America that the foregoing is true and correct. Executed this 22nd day of August, 2008, at San
5 Francisco, California.

6 /s/ Leonard J. Augustine, Jr.

7 Leonard J. Augustine, Jr.
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